

Vincent J. Marriott, III*
BALLARD SPAHR LLP
1735 Market Street, 51st Floor
Philadelphia, PA 19103
Tel: (215) 665-8500
Fax: (215) 864-8999

- and -

Tobey M. Daluz*
Laurel D. Roglen
Chantelle D. McClamb
BALLARD SPAHR LLP
919 N. Market Street, 11th Floor
Wilmington, DE 19801
Tel: (302) 252-4465
Fax: (302) 252-4466
(*Admitted pro hac vice)

Counsel to the Fee Examiner

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re)	Chapter 11
SEARS HOLDINGS CORPORATION, <i>et al.</i> , ¹)	Case No. 18-23538 (RDD)
Debtors.)	(Jointly Administered)
)	

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); and Sears Brands Management Corporation (5365). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

**FEE EXAMINER'S STATUS REPORT REGARDING
REVIEW OF INTERIM FEE AND EXPENSE APPLICATIONS**

Paul E. Harner, as fee examiner (the "Fee Examiner"), respectfully submits this status report regarding his ongoing review of professional fee and expense applications in the above-captioned chapter 11 cases.

Background

1. On October 15, 2018, Sears Holdings Corporation and certain of its affiliates (the "Debtors") commenced voluntary cases under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") in the United States Bankruptcy Court for the Southern District of New York (the "Court"). The Debtors' chapter 11 cases are being jointly administered for procedural purposes only pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"). The Debtors are authorized to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107 and 1108 of the Bankruptcy Code.

2. On April 22, 2019, the Court entered its *Order Authorizing Appointment of Independent Fee Examiner Pursuant to 11 U.S.C. § 105(a) and Modifying Interim Compensation Procedures for Certain Professionals Employed Pursuant to 11 U.S.C. § 327* [Docket No. 3307]. At the direction of the Court, the Office of the United States Trustee appointed the Fee Examiner to monitor the fees and expenses incurred by professionals retained in these chapter 11 cases and to provide periodic reports regarding the fee applications submitted for approval by such professionals, with or without a filed objection.

3. Prior to the appointment of the Fee Examiner, the professionals retained pursuant to Court order in these chapter 11 cases (the "Retained Professionals") filed their first interim applications for compensation and reimbursement of expenses from October 15, 2018 through

February 28, 2019. The first interim fee and expense applications contain, in the aggregate, approximately 93,689 time and expense entries.

Status Report

4. The Fee Examiner has substantially completed his review of the first interim fee and expense applications of the Retained Professionals and has provided preliminary reports regarding those applications (the “Preliminary Reports”) to the majority of the lead professionals for their review. The Fee Examiner expects that the remainder of the Preliminary Reports, as well as Preliminary Reports regarding professionals’ second interim fee and expense applications, will be submitted shortly.

5. The Court’s order appointing the Fee Examiner contemplates treatment of the Preliminary Reports as settlement communications under Federal Rule of Evidence 408. Accordingly, the Fee Examiner considers the Preliminary Reports confidential and has submitted them for the purpose of identifying concerns; requesting additional information; and commencing discussions with the professionals regarding potentially appropriate fee and expense adjustments. The Fee Examiner expects these discussions and the related consensual adjustment process to proceed expeditiously, and is hopeful that there will be no need for the Court’s direct involvement. The Fee Examiner will file necessary and appropriate final reports with respect to any agreed-upon adjustments to pending fee and expense approval requests.

6. At the Fee Examiner’s request and out of an abundance of caution, the Court’s omnibus order granting professionals’ first interim fee applications includes, and the Fee Examiner expects the professionals to agree that any similar order granting second or later interim fee applications will include, a provision specifically reserving the Fee Examiner’s right to object

formally to the approval of any fees or expenses, either as part of the final fee and expense application process or otherwise in advance of the final approval of fee and expense applications.

Dated: October 14, 2019

/s/ Paul E. Harner

Paul E. Harner
1675 Broadway, 19th Floor
New York, New York 10019
Tel: (646) 346-8020

Fee Examiner

/s/ Chantelle D. McClamb

Vincent J. Marriott, III*
BALLARD SPAHR LLP
1735 Market Street, 51st Floor
Philadelphia, Pennsylvania 19103
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